

ONEIDA & WESTERN TRANSPORTATION COMPANY

RECORDATION NO. 10686-G Filed 1425

9-320A012

NOV 16 1979 - 10 15 AM

November 14, 1979

INTERSTATE COMMERCE COMMISSION

Secretary,
Interstate Commerce Commission
Washington, D.C. 20423

NOV 16 1979

Fee \$ 10.00

ICB Washington, D.C.

Dear Sir:

Enclosed are three (3) executed copies of an Amendment of Sublease (dated as of November 13, 1979) which amends the Sublease which was modified and restated by that Amendment and Restatement of Lease (dated as of July 27, 1979) which was recorded with the Interstate Commerce Commission on July 31, 1979 at 1:15 p.m. (receiving Recordation No. 10686-A). The parties to the Amendment to Sublease are:

<u>Title</u>	<u>Name and Address</u>
Sublessor:	Oneida & Western Transportation Company 300 Forrest Park Blvd. Knoxville, Tennessee 37919
Sublessee:	Shamrock Coal Company, Incorporated P.O. Box 10388 Knoxville, Tennessee 37919

The Amendment reflects the subleasing of additional Equipment, specifically:

Twenty-six (26) 105-Ton Rotary Dump Bathtub Type Gondola Cars manufactured by Whittaker Corporation, Berwick Forge and Fabricating Division, Berwick, Pa., with: (i) AAR Mechanical Designation GTS, and (ii) Road Initials and Numbers OWTX99155 thru OWTX99180 (inclusive).

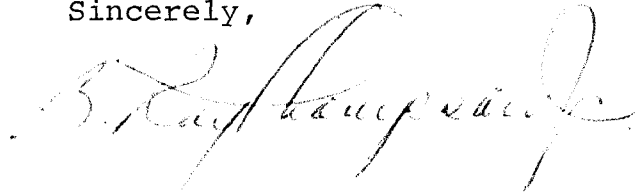
In addition, the Amendment adds one (1) rent schedule to the Sublease.

I respectfully request that one of these documents be recorded with the Amendment and Restatement of Lease under the provisions of 49 U.S.C.A. §11303 (1979) (formerly §20c of the Interstate Commerce Act).

I would also appreciate your receipting two of the documents by both date stamp and letter and returning them (by mail or by delivering them to the agent who has presented them for filing) to Citizens Fidelity Bank and Trust Company at P.O. Box 33000, Louisville, Kentucky 40232, Attention: Citizens Fidelity Energy Co.

The undersigned certifies that he is an officer of the Sublessor and that he has knowledge of the matters set forth in the enclosed Amendment.

Sincerely,

A handwritten signature in cursive script, appearing to read "B. R. Thompson". The signature is written in dark ink and is positioned to the right of the word "Sincerely,".

/bm
Enclosures

11/16/79

Interstate Commerce Commission
Washington, D.C. 20423


OFFICE OF THE SECRETARY

Mr. B. Ray Thompson, Jr.-President
Oncida & Western Transportation Company
300 Forrest Park Blvd.
Knoxville, Tennessee 37919

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/16/79 at 10:15 AM, and assigned re-recording number(s). 10686-G

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

NOV 16 1979 - 10 15 AM

AMENDMENT TO SUBLEASE

INTERSTATE COMMERCE COMMISSION

The undersigned Sublessor and Sublessee to that Lease which was amended and restated as a Sublease by that Amendment and Restatement of Lease, dated as of July 27, 1979, do hereby agree that Exhibit A of the Sublease shall be amended by adding the ARR Mechanical Designation and Road Initials and Numbers for twenty-six (26) rotary dump, bathtub type gondola cars (described in Exhibit A) as is shown on the amended Exhibit A which is attached hereto, incorporated herein by reference and reaffirmed, as amended, by the undersigned.

The undersigned also agree to amend the above-referenced Sublease by adding Schedule #5 a copy of which is attached hereto and incorporated herein by reference, which establishes a rent schedule for the above-referenced twenty-six cars.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to be executed on their behalf by the undersigned properly authorized officer. This Amendment is dated as of Nov. 13, 1979.

ONEIDA & WESTERN TRANSPORTATION
COMPANY

By: B. Ray ThompsonTitle: President

("Sublessor")

SHAMROCK COAL COMPANY, INCORPORATED

By: B. Ray ThompsonTitle: President

("Sublessee")

STATE OF TENNESSEE)
) SS:
COUNTY OF KNOX)

BEFORE ME, the undersigned authority, on this day personally appeared B. Ray Thompson, Jr., President of Oneida & Western Transportation Company, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said Company.

GIVEN under my hand and seal of office this 13th day of Nov., 1979.

My commission expires Jan. 19, 1981

Norma G. Shephard
Notary Public

STATE OF TENNESSEE)
) SS:
COUNTY OF KNOX)

BEFORE ME, the undersigned authority, on this day personally appeared B. Ray Thompson, Jr., President of Shamrock Coal Company, Incorporated, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said Company.

GIVEN under my hand and seal of office this 13th day of Nov., 1979.

My commission expires Jan. 19, 1981

Norma G. Shephard
Notary Public

EXHIBIT A

Description of Trust Equipment

<u>Description</u>	<u>Manufacturer</u>	<u>Quantity</u>	<u>Company's Car Numbers (all inclusive)</u>	<u>AAR Mechanical Designation</u>	<u>Date of Earliest Service</u>
105-Ton Rotary Dump Bathtub Type Gondola Cars	Whittaker Cor- poration, Berwick Forge and Fabri- cating Division, Berwick, PA	154	OWTX99001- OWTX99154	GTS	June 1, 1979
105-Ton Rotary Dump Bathtub Type Gondola Cars	Whittaker Cor- poration, Berwick Forge and Fabri- cating Division, Berwick, PA	26	OWTX99155- OWTX99180	GTS	June 1, 1979
3000 hsp. Model SD40-2 Locomotives	General Motors Corporation, Elec- tro-Motive Division, LaGrange, IL	8	OW9950- OW9957	Not applica- ble/Serial Numbers 786246-1 through 786246-8 (all inclusive)	June 1, 1979
Steel Sheathed Bay Window Compact Body Cabooses	PACCAR, Inc., In- ternational Car Co. Division, Kenton, OH	2	OWTX9990 and OWTX9999	NE	June 1, 1979

SCHEDULE #5

A. EQUIPMENT LEASED:

26 105-Ton Rotary Dump Bathtub Type Gondola
Cars Manufactured by Whittacker Corporation,
Berwick Forge and Fabricating Division, Berwick,
Pennsylvania

B. TERM: Unless sooner terminated as set forth in the lease,
the term of this lease respecting each item of equipment
listed on this schedule expires on November 8, 1989.

C. RENT: As rent for said equipment, Lessee shall pay Lessor
the sum of \$570.00 per month per car, such sum to be
subject to adjustment as set forth hereinafter.

Commencing on July 1, 1980, and each July 1 thereafter
(the "rental adjustment date"), each of the parties will
make a market review to determine the prevailing market
rate for rental for any and every item of equipment leased
hereby. If the market review indicates that the rental
is higher or lower than the prevailing market rate, then
an adjustment in the rental shall be made for the following
year, effective as of the rental adjustment date. The
amount of such adjustment shall be that amount necessary
for the rental to equal the prevailing market rate.

If the parties cannot mutually agree on the prevailing
market rate, a qualified disinterested professional
recognized in the industry (mutually acceptable to the
parties) shall be employed to resolve said disagreement.
The conclusion of the consultant shall be accepted by
all parties until the next annual review and shall be
made effective as of the rental adjustment date for which
the adjustment was to be made. Until resolution of the
dispute, Lessee shall pay Lessor at the rental rate for
the previous year, and adjustment for such payments shall
be made retroactive to the rental adjustment date once
the dispute has been resolved. The costs of employing
independent professional assistance in resolving said
disagreement shall be shared one-half (1/2) by Lessor
and one-half (1/2) by Lessee.

Unless sooner paid, all said rent shall be payable in any
event on or before the expiration or sooner termination of
this lease.

APPROVED AND AGREED TO this 8th day of November, 1979, as a
schedule to that certain lease dated the 17th day of May, 1979,
by and between the parties hereto, and made a part thereof.

ONEIDA & WESTERN TRANSPORTATION
COMPANY

By: B. R. Thompson
President

SHAMROCK COAL COMPANY,
INCORPORATED

By: B. R. Thompson
President